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Signed and Filed: May 28, 2019

DENNIS MONTALI
U.S. Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**ORDER FOLLOWING DISCOVERY
CONFERENCE HELD MAY 8, 2019 RE (I) EX
PARTE APPLICATION OF THE TORT
CLAIMANTS COMMITTEE PURSUANT TO
FED. R. BANKR. P. 2004 FOR ORDERS
AUTHORIZING PRODUCTION OF
DOCUMENTS, AND (II) INFORMAL
DISCOVERY LETTERS**

1 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”),
2 as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”), and the Official
3 Committee of Tort Claimants (the “**TCC**”), appeared before this Court on May 8, 2019 for a discovery
4 conference (the “**Discovery Conference**”) to discuss (i) the Ex Parte Application of the TCC Pursuant
5 to Bankruptcy Rule 2004 for Orders Authorizing Production of Documents dated April 30, 2019 (the
6 “**2004 Application**”), and (ii) informal discovery correspondence submitted to the Court by the parties
7 including (a) the TCC’s letter to the Court dated April 30, 2019 regarding the TCC’s request for the
8 Debtors to produce certain “management-related” documents (the “**TCC Letter**”), and (b) the
9 Debtors’ letter to the Court dated May 6, 2019 setting forth their positions in response to both the
10 Application and the TCC Letter (the “**Debtors’ Response Letter**”). Appearances of counsel were as
11 stated on the record.

12 Having considered the 2004 Application, the correspondence submitted by the parties, and the
13 arguments at the hearing,

14 **IT IS HEREBY ORDERED THAT:**

15 1. The TCC’s 2004 Application is granted to the extent set forth herein. The Debtors and
16 the TCC reached agreement on Requests 1 through 24 and Request 25 (a), (b) and (f) of the 2004
17 Application without intervention of the Court. With respect to Request 25(c), (d), (e), (g) and (h)
18 listed in **Attachment A** to the 2004 Application, the Debtors have agreed and are directed to produce
19 to the TCC, to the extent non-privileged documents exist and are located after a reasonable search,
20 non-privileged documents in response to these Requests from 2009 to November 8, 2018.

21 2. The Debtors are directed to produce to the TCC, to the extent non-privileged documents
22 exist and are located after a reasonable search, the following non-privileged documents in response to
23 Request 4 listed in **Exhibit C** to the TCC Letter: non-privileged board packages and board meeting
24 agendas delivered to the Debtors’ Boards of Directors for board meetings scheduled to occur during
25 the three year period preceding the bankruptcy filing, January 29, 2016 through January 29, 2019, and
26 the post-bankruptcy filing period of time through the date of this Order (the “**Applicable Period**”), on
27 the following subjects: (i) the payment of dividends to holders of equity of PG&E Corp., (ii) the
28 payment of severance to the Debtors’ former CEO Geisha Williams, and (iii) the payment of severance

1 to senior officers to which Section 16 of the Securities Exchange Act would apply and to directors of
2 the Board of Directors of PG&E Corp. or of the Utility ((i)-(iii) collectively, the “**Relevant Subjects**”).

3 3. The Debtors are directed to produce to the TCC, to the extent non-privileged documents
4 exist and are located after a reasonable search, the following non-privileged documents in response to
5 Request 5 listed in **Exhibit C** to the TCC Letter: the Debtors’ Board of Directors Minute Book,
6 including minutes of board of director meetings, resolutions and unanimous consents prepared or
7 signed during the Applicable Period on the Relevant Subjects.

8 4. The Debtors are directed to produce to the TCC, to the extent non-privileged documents
9 exist and are located after a reasonable search, the following non-privileged documents in response to
10 Request 10 listed in **Exhibit C** to the TCC Letter: the Debtors’ minutes and summaries of meetings,
11 discussions and resolutions of the Debtors’ and the Board of Directors’ respective committees,
12 including without limitation the audit and compensation committee meetings, during the Applicable
13 Period on the Relevant Subjects.

14 5. The Debtors are directed to produce to the TCC, to the extent non-privileged documents
15 exist and are located after a reasonable search, the following non-privileged documents in response to
16 Request 11 listed in **Exhibit C** to the TCC Letter: all formal reports prepared by or at the request of
17 any special litigation committee or committee of the Board of the Debtors, or any investigation or
18 audit team, including without limitation all formal audit committee reports on the Relevant Subjects
19 and the wildfires that occurred during the 2017 and 2018 wildfire seasons.

20 6. The Debtors are directed to produce to the TCC, to the extent non-privileged documents
21 exist and are located after a reasonable search, the following non-privileged documents in response to
22 Request 12 listed in **Exhibit C** to the TCC Letter: all formal investigation reports prepared by the
23 Debtors’ counsel, auditors or investigators on the Relevant Subjects and the wildfires that occurred
24 during the 2017 and 2018 wildfire seasons.

25 7. The Debtors are directed to produce to the TCC, to the extent non-privileged documents
26 exist and are located after a reasonable search, the following non-privileged documents in response to
27 Request 26 listed in **Exhibit C** to the TCC Letter: all ratifications of the Debtors’ officers and
28 directors’ actions, granted in the Applicable Period on the Relevant Subjects.

1 8. The Debtors are directed to provide the TCC with a draft Protective Order on or before
2 May 17, 2019.

3
4 APPROVED AS TO FORM AND CONTENT:

5 Dated: May 28, 2019

6 BAKER & HOSTETLER LLP

7 /s/ Robert Julian

8 Robert Julian

9 *Attorneys for Official Committee of Tort Claimants*

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11 ** END OF ORDER **
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